

OCT 29 '03 12:59 FR FORD MOTOR CREDIT

0330360194

UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT OFFICER (optional)
Shelia Hirsch 459-281-4545
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Pacific Corp & Title Services
914 "S" Street
Sacramento, CA 95814
P6-0001-155-5
1489440A

FILED
SACRAMENTO, CA
OCT 28, 2003 AT 1547
KEVIN SHELLEY
SECRETARY OF STATE

THIS ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DONOR'S EXACT FULL LEGAL NAME <small>(Insert only page 64/65/66/67/68/69/70 or 115) - do not abbreviate or use common names</small>				
To: ORGANIZATION'S NAME				
Lewis Family Enterprises, Inc.				
OR To: INDIVIDUAL'S LAST NAME				
FIRST NAME				
MIDDLE NAME				
SUFFIX				
To: MAILING ADDRESS				
City				
State				
Postal Code				
Country				
909 Capitol Expy				
To: TYPE OF ORGANIZATION				
M. JURISDICTION OF ORGANIZATION				
To: ORGANIZATION'S B & I, if any				
C2501145				

2. ADDITIONAL DESTROYER'S EXACT FULL LEGAL NAME - Present only upon donor release (21 or 21a) - do not abbreviate or combine names									
2a. ORGANIZATION'S NAME									
OR									
2b. INDIVIDUAL'S LAST NAME				FIRST NAME		MIDDLE NAME		SUFFIX	
2c. MAILING ADDRESS				CITY		STATE		POSTAL CODE	
								COUNTRY	
3a. FBI IDENTIFICATION		3b. TYPE OF ORGANIZATION		3c. JURISDICTION OF ORGANIZATION		3d. ORGANIZATIONAL ID #, if any			
ADULT INFO RE: ORGANIZATION ORIGINATOR									
						<input type="checkbox"/> NONE			

3. SECURED PARTY'S NAME (If NAME of TOTAL ASSIGNOR or ASSIGNOR, EPP - PARTY who sold you the goods (3 of 3)				
a. ORGANIZATION'S NAME				
Ford Motor Credit Company				
b. INDIVIDUAL'S LAST NAME				
FIRST NAME				
GEOBLE NAME				
SUPPLY				
c. MAILING ADDRESS				
CITY				
Fresno				
STATE				
Ca				
POSTAL CODE				
93720				
COUNTRY				

4. The following information was obtained from the above mentioned source:

- 1) Equipment, furniture, machinery, demonstrator and service vehicles, supplies and other goods of every kind.
- 2) Motor vehicles, tractors, trailers, implements, service parts, and accessories and other inventory of every kind and any acccessions thereto.
- 3) Accounts, instruments, chattel paper, general intangibles, contract rights, documents and supporting obligations thereto.
- 4) Fixtures located at the above address and at any other address from which the above debtor conducts business now or in the future.

5. ALTERNATIVE DESIGNATION (if applicable)		WARRIOR	CONSIGNOR/CONSIGNOR	BARRE/SALOR	SELLER/BUYER	AS. LIEN	WORLDWIDE FILE
6. (a) NAME OF STATION (or to be filled for records for received in the field)		7. Check to REQUEST SEARCH REPORT (if any) (number)		8. (b) DATE		9. (c) TIME	10. (d) LOCATION
11. (e) DATE OF RECEIPT		12. (f) DATE OF RECEIPT		13. (g) DATE OF RECEIPT		14. (h) DATE OF RECEIPT	15. (i) DATE OF RECEIPT
16. (j) DATE OF RECEIPT		17. (k) DATE OF RECEIPT		18. (l) DATE OF RECEIPT		19. (m) DATE OF RECEIPT	20. (n) DATE OF RECEIPT
21. (o) DATE OF RECEIPT		22. (p) DATE OF RECEIPT		23. (q) DATE OF RECEIPT		24. (r) DATE OF RECEIPT	25. (s) DATE OF RECEIPT
26. (t) DATE OF RECEIPT		27. (u) DATE OF RECEIPT		28. (v) DATE OF RECEIPT		29. (w) DATE OF RECEIPT	30. (x) DATE OF RECEIPT
31. (y) DATE OF RECEIPT		32. (z) DATE OF RECEIPT		33. (aa) DATE OF RECEIPT		34. (ab) DATE OF RECEIPT	35. (ac) DATE OF RECEIPT
36. (ad) DATE OF RECEIPT		37. (ae) DATE OF RECEIPT		38. (af) DATE OF RECEIPT		39. (ag) DATE OF RECEIPT	40. (ah) DATE OF RECEIPT
41. (ai) DATE OF RECEIPT		42. (aj) DATE OF RECEIPT		43. (ak) DATE OF RECEIPT		44. (al) DATE OF RECEIPT	45. (am) DATE OF RECEIPT
46. (an) DATE OF RECEIPT		47. (ao) DATE OF RECEIPT		48. (ap) DATE OF RECEIPT		49. (aq) DATE OF RECEIPT	50. (ar) DATE OF RECEIPT
51. (as) DATE OF RECEIPT		52. (at) DATE OF RECEIPT		53. (au) DATE OF RECEIPT		54. (av) DATE OF RECEIPT	55. (aw) DATE OF RECEIPT
56. (ax) DATE OF RECEIPT		57. (ay) DATE OF RECEIPT		58. (az) DATE OF RECEIPT		59. (ba) DATE OF RECEIPT	60. (bb) DATE OF RECEIPT
61. (bc) DATE OF RECEIPT		62. (bd) DATE OF RECEIPT		63. (be) DATE OF RECEIPT		64. (bf) DATE OF RECEIPT	65. (bg) DATE OF RECEIPT
66. (bh) DATE OF RECEIPT		67. (bi) DATE OF RECEIPT		68. (bj) DATE OF RECEIPT		69. (bk) DATE OF RECEIPT	70. (bl) DATE OF RECEIPT
71. (bm) DATE OF RECEIPT		72. (bn) DATE OF RECEIPT		73. (bo) DATE OF RECEIPT		74. (bp) DATE OF RECEIPT	75. (bq) DATE OF RECEIPT
76. (br) DATE OF RECEIPT		77. (bs) DATE OF RECEIPT		78. (bt) DATE OF RECEIPT		79. (bu) DATE OF RECEIPT	80. (bv) DATE OF RECEIPT
81. (bw) DATE OF RECEIPT		82. (bx) DATE OF RECEIPT		83. (by) DATE OF RECEIPT		84. (bz) DATE OF RECEIPT	85. (ca) DATE OF RECEIPT
86. (cb) DATE OF RECEIPT		87. (cc) DATE OF RECEIPT		88. (cd) DATE OF RECEIPT		89. (ce) DATE OF RECEIPT	90. (cf) DATE OF RECEIPT
91. (cg) DATE OF RECEIPT		92. (ch) DATE OF RECEIPT		93. (ci) DATE OF RECEIPT		94. (cj) DATE OF RECEIPT	95. (ck) DATE OF RECEIPT
96. (cl) DATE OF RECEIPT		97. (cm) DATE OF RECEIPT		98. (cn) DATE OF RECEIPT		99. (co) DATE OF RECEIPT	100. (cp) DATE OF RECEIPT
101. (cq) DATE OF RECEIPT		102. (cr) DATE OF RECEIPT		103. (cs) DATE OF RECEIPT		104. (ct) DATE OF RECEIPT	105. (cu) DATE OF RECEIPT
106. (cv) DATE OF RECEIPT		107. (cw) DATE OF RECEIPT		108. (cx) DATE OF RECEIPT		109. (cy) DATE OF RECEIPT	110. (cz) DATE OF RECEIPT
111. (da) DATE OF RECEIPT		112. (db) DATE OF RECEIPT		113. (dc) DATE OF RECEIPT		114. (dd) DATE OF RECEIPT	115. (de) DATE OF RECEIPT
116. (df) DATE OF RECEIPT		117. (dg) DATE OF RECEIPT		118. (dh) DATE OF RECEIPT		119. (di) DATE OF RECEIPT	120. (dj) DATE OF RECEIPT
121. (dk) DATE OF RECEIPT		122. (dl) DATE OF RECEIPT		123. (dm) DATE OF RECEIPT		124. (dn) DATE OF RECEIPT	125. (do) DATE OF RECEIPT
126. (dp) DATE OF RECEIPT		127. (dq) DATE OF RECEIPT		128. (dr) DATE OF RECEIPT		129. (ds) DATE OF RECEIPT	130. (dt) DATE OF RECEIPT
131. (du) DATE OF RECEIPT		132. (dv) DATE OF RECEIPT		133. (dw) DATE OF RECEIPT		134. (dx) DATE OF RECEIPT	135. (dy) DATE OF RECEIPT
136. (dz) DATE OF RECEIPT		137. (ea) DATE OF RECEIPT		138. (eb) DATE OF RECEIPT		139. (ec) DATE OF RECEIPT	140. (ed) DATE OF RECEIPT
141. (ee) DATE OF RECEIPT		142. (ef) DATE OF RECEIPT		143. (eg) DATE OF RECEIPT		144. (eh) DATE OF RECEIPT	145. (ei) DATE OF RECEIPT
146. (ej) DATE OF RECEIPT		147. (ek) DATE OF RECEIPT		148. (el) DATE OF RECEIPT		149. (em) DATE OF RECEIPT	150. (en) DATE OF RECEIPT
151. (eo) DATE OF RECEIPT		152. (ep) DATE OF RECEIPT		153. (eq) DATE OF RECEIPT		154. (er) DATE OF RECEIPT	155. (es) DATE OF RECEIPT
156. (et) DATE OF RECEIPT		157. (eu) DATE OF RECEIPT		158. (ev) DATE OF RECEIPT		159. (ew) DATE OF RECEIPT	160. (ex) DATE OF RECEIPT
161. (ey) DATE OF RECEIPT		162. (ez) DATE OF RECEIPT		163. (fa) DATE OF RECEIPT		164. (fb) DATE OF RECEIPT	165. (fc) DATE OF RECEIPT
166. (fd) DATE OF RECEIPT		167. (fe) DATE OF RECEIPT		168. (ff) DATE OF RECEIPT		169. (fg) DATE OF RECEIPT	170. (fh) DATE OF RECEIPT
171. (fi) DATE OF RECEIPT		172. (fj) DATE OF RECEIPT		173. (fk) DATE OF RECEIPT		174. (fl) DATE OF RECEIPT	175. (fm) DATE OF RECEIPT
176. (fn) DATE OF RECEIPT		177. (fo) DATE OF RECEIPT		178. (fp) DATE OF RECEIPT		179. (fq) DATE OF RECEIPT	180. (fr) DATE OF RECEIPT
181. (fs) DATE OF RECEIPT		182. (ft) DATE OF RECEIPT		183. (fu) DATE OF RECEIPT		184. (fv) DATE OF RECEIPT	185. (fw) DATE OF RECEIPT
186. (fx) DATE OF RECEIPT		187. (fy) DATE OF RECEIPT		188. (fz) DATE OF RECEIPT		189. (ga) DATE OF RECEIPT	190. (gb) DATE OF RECEIPT
191. (gc) DATE OF RECEIPT		192. (gd) DATE OF RECEIPT		193. (ge) DATE OF RECEIPT		194. (gf) DATE OF RECEIPT	195. (gg) DATE OF RECEIPT
196. (gh) DATE OF RECEIPT		197. (gi) DATE OF RECEIPT		198. (gj) DATE OF RECEIPT		199. (gk) DATE OF RECEIPT	200. (gl) DATE OF RECEIPT
201. (gm) DATE OF RECEIPT		202. (gn) DATE OF RECEIPT		203. (go) DATE OF RECEIPT		204. (gp) DATE OF RECEIPT	205. (gq) DATE OF RECEIPT
206. (gr) DATE OF RECEIPT		207. (gs) DATE OF RECEIPT					

FILING OFFICE COPY - UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)

EXHIBIT D